

RECORDATION NO. 12207-B Filed & Recorded
NOV 26 1986 2-5 5 PM
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

(N)

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206)455-7400

November 20, 1986

6-380A033

No. NOV 26 1986
Date
Fee \$ 30.00

NOV 26 1986 2-5 5 PM
INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RE: RAILEASE Inc Equipment Trust ICC Washington, D. C.
1980 Series 2 - Amendment Agreement
Bill of Sale

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INTERSTATE COMMERCE COMMISSION

Madam:

INTERSTATE COMMERCE COMMISSION
In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation counterparts of the following documents:

- (1) Amendment Agreement, dated as of November 20, 1986, to an Equipment Trust Agreement dated as of September 2, 1980 between THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as Trustee, and RAILEASE Inc, a Washington corporation (eight executed counterparts).
- (2) Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. to RAILEASE Inc, releasing all trust equipment from the Equipment Trust Agreement (eight executed counterparts).

The address of RAILEASE Inc is 777 - 106th Avenue N.E., Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY, N.A. is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on September 23, 1980, at 10:10 a.m. and assigned Recordation No. 12207. We request that this Amendment Agreement and the Bill of Sale be assigned the next available letter designations under the primary number.

Also, please cross-index the Amendment Agreement with the following document:

Lease Assignment, Assumption and Supplement Agreement, dated as of July 15, 1980 among BRAE Corporation, as lessor-assignor, RAILEASE Inc, as assignee, and Ashley, Drew & Northern Railway Company, as lessee. *Cross Index via 12064*

Filed August 11, 1980 at 3:25 p.m.

Recordation No. 12064

Ms. Agatha Mergenovich
November 20, 1986
Page Two


The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is shown as none (as per Exhibit A hereto). The Amendment Agreement deletes cars ADN 9760 through 9899, inclusive, from the Equipment Trust Agreement. The Bill of Sale from THE CONNECTICUT BANK AND TRUST COMPANY, N.A. confirms deletion of such cars released from the Equipment Trust Agreement.

Enclosed is a check in the amount of \$30 to cover the ICC recordation and cross-indexing fees.

Please retain one counterpart of this letter and the above-described documents for your files and return the remaining counterparts, with the filing data recorded thereon, to the undersigned in the return envelope provided.

If possible, I would appreciate a telephone call at (206) 455-7544 advising me when recordation has occurred, pending receipt of the documents to be returned to me by mail.

Very truly yours,


Phillip E. Gladfelter
Counsel

PEG:mg

Attachments

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Phillip E. Gladfelter
Counsel

PEG:mg

Attachments

EXHIBIT A

Exhibit A to
Amendment Agreement
Dated as of November 20, 1986

SCHEDULE A

Description of Trust Equipment

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Car Numbers (all inclusive)</u>
None*	None*	None*	None*	None*

*All Trust Equipment is deleted and released from the Equipment Trust Agreement.

Interstate Commerce Commission

Washington, D.C. 20423

11/28/86

OFFICE OF THE SECRETARY

Phillip E. Gladfelter
Counsel

Railease Inc.
Business Center Building
P.O.Box 1518
Bellevue, Washington 98009

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/26/86 at 2:55pm, and assigned re-recording number(s). 12207-A & 12207-B

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

NOV 26 1986 2-55 PM

BILL OF SALE

The Connecticut Bank and Trust Company, N.A., as Trustee ("Trustee") under Equipment Trust Agreement 1980 Series 2 dated as of September 2, 1980 between said Trustee and RAILEASE Inc, in consideration of the sum of ONE DOLLAR (\$1.00) to it paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto RAILEASE Inc, a Washington Corporation, Transferee, all right, title and interest of the Trustee in and to the following railroad equipment:

<u>Quantity</u>	<u>Type</u>	<u>Railroad Nos.</u>
140	52'6" 70 Ton XM Boxcars	ADN 9760-9899, inclusive

which equipment (the "Equipment") has been heretofore owned by Trustee as Trustee under said Equipment Trust Agreement,

TO HAVE AND TO HOLD all and singular the aforesaid interests in the Equipment to said Transferee, and its respective successors and assigns, for its and their own use and behoof forever.

This Bill of Sale relinquishes all rights of the Trustee in and to the Equipment herein described, and releases said Equipment from all terms and provisions of said Equipment Trust Agreement.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed as of the 20th day of November 1986.

THE CONNECTICUT BANK AND TRUST COMPANY, N.A., TRUSTEE

(Seal)

By: [Signature]
Title: Authorized Officer

ATTEST:

By: [Signature]
Authorized Officer

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this 25th day of November, 1986, before me personally appeared V. Kreuscher, who being by me duly sworn, says he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., that the seal affixed to the foregoing instrument is the seal of said Corporation by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

[Signature]
ROSEMARY BARRY Notary Public
NOTARY PUBLIC

MY COMMISSION EXPIRES: MY COMMISSION EXPIRES MARCH 31, 1991